

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

In the matter of the application of

11 Civ 5988

THE BANK OF NEW YORK MELLON (as
Trustee under various Pooling and Servicing
Agreements and Indenture Trustee under
various Indentures),

**NOTICE OF INTENTION TO APPEAR
AND OBJECT TO SETTLEMENT**

Petitioner,

for an order, pursuant to CPLR § 7701,
seeking judicial instructions and approval of a
proposed settlement.

Ballantyne Re plc ("Ballantyne") hereby files this written notice of intention to appear and object to the settlement between Bank of New York Mellon (the "Trustee") and Bank of America Corporation, BAC Home Loans Servicing, LP f/k/a Countrywide Home Loans Servicing, LP, Countrywide Financial Corporation, and Countrywide Home Loans, Inc., with respect to which the Trustee filed a petition in Supreme Court of the State of New York, County of New York seeking judicial instructions and approval pursuant to Article 77 of the New York Civil Practice Law and Rules.

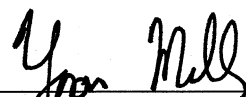
Ballantyne was the owner of at least the Covered Trusts listed on Schedule A hereto. For this reason, Ballantyne believes it may have an interest in the subject matter of the above-referenced Article 77 proceeding and settlement.

Ballantyne does not have sufficient information at this time to fully evaluate the settlement. By filing this written notice, Ballantyne is preserving any and all rights it may have with respect to the

above-referenced Article 77 proceeding and settlement, including the right to seek discovery and to supplement this objection, and take any other appropriate actions, at the appropriate time.

Dated: August 30, 2011

Respectfully submitted,

By:  _____

Michael I. Allen

Yoram Miller

SHAPIRO FORMAN ALLEN

& SAVA LLP

380 Madison Avenue

New York, NY 10017

(212) 972-4900

Attorneys for Ballantyne Re plc

Schedule A

CUSIP/WMC Symbol

22238HGR
22237LMY
22237LPA
22237LPA
12669EFY
126673DL
12666VAE
12669WAE
021455AG5
021455AH3
021455AK6
02146QAM5
02146QAN3
02146QAP8
02146SAN9
02146SAP4
02146SAQ2
02146YAL0
02146YAM8
02146YAM8
02147HAG7
02147HAJ1
12666TAM8
12668BF24
12668BF32
12668BF40
12669WAE6
22237JAG2
22237JAHO
232422AG0
232422AH8
232434AF7
23245PAE1

CERTIFICATE OF SERVICE

This is to certify that on this the 30th day of August, 2011, a true and correct copy of the above and foregoing instrument was properly forwarded to the following counsel of record as indicated below:

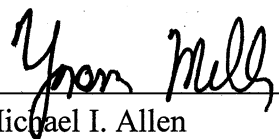
VIA FEDERAL EXPRESS OVERNIGHT DELIVERY AND ECF

Mayer Brown LLP
Attention: Matthew D. Ingber, Esq.
1675 Broadway
New York, New York 10019

Dated: August 30, 2011

SHAPIRO FORMAN ALLEN & SAVA LLP

By: _____


Michael I. Allen
Yoram Miller

380 Madison Avenue
New York, NY 10017
(212) 972-4900

Attorneys for Ballantyne Re plc